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(Rev. 03/01)

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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

101972601 LISTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
SL Software, Inc., D.B.A. Starfish Software

2. Name and address of receiving party(ies)

Name: Starfish Software, Inc.

Internal Address:

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☒ Change of Name  
☐ Other

Street Address: 1700 Green Hills Road

City: Scotts Valley State: CA Zip: 95066

Execution Date: August 31, 1995

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

5,790,120 and 5,754,174

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Darryl A. Smith

Internal Address: Legal Department

Street Address: 1700 Green Hills Road

City: Scotts Valley State: CA Zip: 95066

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41) \$ 80

- ☐ Enclosed  
☒ Authorized to be charged to deposit account

8. Deposit account number:

500554

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Darryl A. Smith

Signature

Date

12/10/01

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231PATENT  
REEL: 012520 FRAME: 0975

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of shares of any series of Preferred Stock and the designation of any series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

1. Voting Rights.

(a) Except as required by law, the holders of Series A Preferred Stock will be entitled to notice of any meeting of shareholders of the corporation and to vote upon the election of directors and upon any matter submitted to shareholders or a class of shareholders of the corporation on the following basis: each share of Preferred Stock will be treated as the number of shares of Common Stock into which such share could be converted on the record date fixed for the vote or consent of shareholders.

(b) Except as otherwise required by law or provided by these Articles of Incorporation, a majority of the shares entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of shareholders; provided that for action upon any matter as to which holders of shares are entitled to vote as a class, a majority of the shares of such class, represented in person or by proxy, will constitute a quorum.

2. Dividends.

(a) In the event that any cash dividend is declared on the Common Stock in an amount per share of Common Stock that is greater than or equal to the amount of the dividend that is declared per Common Equivalent Share on the Series A Preferred Stock, the holders of the Series A Preferred Stock will be entitled to receive, out of funds legally available therefor, dividends in an amount per share of Series A Preferred Stock as would be payable on the shares of Common Stock into which each share of Series A Preferred Stock would be converted pursuant to paragraph 4 as of the record date for the determination of holders of Common Stock entitled to receive such dividends. If declared, such dividends will not be cumulative.

(b) "Common Equivalent Share" refers to the number of shares (or part thereof) that are then convertible into one share of Common Stock.

3. Liquidation Preference.

(a) For purposes hereof, the Liquidation Amount will be \$2,000,000 per share, less all dividends actually paid thereon and less the cumulative amounts actually paid pursuant to Section 1.4(b) of that certain Asset Acquisition Agreement dated February 8, 1995 by and among this corporation and Borland International, Inc., a copy of which is on file with the Secretary of this corporation (the "Acquisition Agreement").

SEP 21 1995

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF SL SOFTWARE, INC.  
a California Corporation  
BILL JONES, Secretary of State

The undersigned, Philippe Kahn and Sonia Lee, hereby certify  
that:

ONE: They are the duly elected and acting President and  
Secretary, respectively of said corporation.

TWO: The Articles of Incorporation of said corporation shall  
be amended and restated to read in full as follows:

## ARTICLE I

The name of this corporation is Starfish Software, Inc.

## ARTICLE II

The purpose of this corporation is to engage in any lawful act  
or activity for which a corporation may be organized under the  
General Corporation Law of California other than the banking  
business, the trust company business or the practice of a  
profession permitted to be incorporated by the California  
Corporations Code.

## ARTICLE III

(A) Classes of Stock. This corporation is authorized to issue  
two classes of stock to be designated, respectively, "Common  
Stock" and "Preferred Stock." The total number of shares which the  
corporation is authorized to issue is Twenty Six Million  
(26,000,000) shares. Twenty Five Million (25,000,000) shares shall  
be Common Stock and One Million (1,000,000) Shares shall be  
Preferred Stock. Upon the effective date of this amendment and  
restatement, each outstanding share of this corporation's Common  
Stock shall be split and converted into 15 shares of the  
corporation's Common Stock.

(B) Rights, Preferences and Restrictions of Preferred Stock.  
The Preferred Stock authorized by these Restated Articles of  
Incorporation may be issued from time to time in one or more  
series. The first series shall consist of One (1) share and is  
designated "Series A Preferred Stock." The rights, preferences,  
privileges, and restrictions granted to and imposed on the Series  
A Preferred Stock are as set forth below in this Article III(B).  
The Preferred Stock may be divided into such number of other series  
thereof as the Board of Directors may determine. The Board of  
Directors may alter the rights, preferences, privileges and  
restrictions granted to and imposed upon the Preferred Stock or any  
series thereof with respect to any wholly unissued class or series  
of Preferred Stock. The Board of Directors may also fix the number

(b) In the event of the liquidation, dissolution or winding up of the corporation, either voluntary or involuntary, the holders of Series A Preferred Stock will be entitled to receive out of the assets of the corporation, for each share of the Series A Preferred Stock then held by them, prior and in preference to any distribution to the holders of the Common Stock, an amount equal to the Liquidation Amount (as appropriately adjusted for stock splits and equal combinations). If upon the occurrence of such event the assets and funds available for distribution among the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full preferential amount provided above, then the entire assets and funds of the corporation legally available for distribution to the holders of the Series A Preferred Stock will be distributed ratably among the holders of the Series A Preferred Stock in proportion to the shares of the Series A Preferred Stock held by each such holder. After payment has been made to the holders of the Series A Preferred Stock of the full amounts to which they will be entitled as aforesaid, any remaining assets will be distributed to the holders of the corporation's Common Stock, as their interests may appear in the Articles of Incorporation, as amended, of the corporation.

(c) A liquidation, dissolution or winding up for the purposes of this paragraph 3 includes a sale of all or substantially all of the assets of the corporation and a merger or consolidation of the corporation with or into any other corporation or corporations where the holders of a majority of the voting stock of the corporation immediately prior to such event do not retain as a result of such holdings at least a fifty percent (50%) interest in the successor entity.

#### 4. Conversion Rights.

##### (a) Automatic Conversion.

(i) Automatic Conversion of Preferred Stock. Each share of Series A Preferred Stock automatically will be converted into shares of Common Stock:

(A) immediately prior to the closing of the sale by the corporation of equity securities totalling \$1,000,000 in the aggregate for a single offering (even if such sale takes place over multiple closings), so long as immediately prior to such offering, the number of shares of stock (on a Common Stock Equivalent basis) outstanding or issuable upon exercise of outstanding options and warrants, or conversion of convertible securities (including the Series A Preferred Stock) ("Fully Diluted Common Shares") immediately prior to such sale, multiplied by the price per Fully Diluted Common Share proposed to be paid in such sale, exceeds \$17,000,000;

(B) immediately upon this corporation having gross revenues (determined on the basis of generally accepted accounting principles consistently applied in the books and records of this corporation) for any four consecutive calendar quarters of in excess of \$7,000,000;

(C) immediately prior to the closing of the sale of stock pursuant to a registration statement under the Securities Act of 1933, as amended for an underwritten public offering (other than a registration on Form S-8, Form S-4 or comparable forms) covering the corporation's Common Stock which results in aggregate cash proceeds (prior to underwriters' commissions and expenses) to the corporation of more than \$7,500,000; or

(D) immediately upon the affirmative vote or written consent of the holders of a majority of the then outstanding shares of Series A Preferred Stock.

Upon any such conversion, there shall be issued to the holders of Series A Preferred Stock pro rata a number of shares of Common Stock equal to ten percent (10%) of the Fully Diluted Common Shares. "Common Stock Equivalents" refers to any indebtedness or shares of stock convertible into or exchangeable for Common Stock, including the Series A Preferred Stock, and rights entitling the holder thereof, upon surrender of same, to receive directly, or indirectly, additional shares of Common Stock without the payment of any consideration by such holder for such additional shares of Common Stock without the payment of any consideration by such holder for such additional shares of Common Stock or Common Stock Equivalents.

(ii) Fractional Shares Upon Conversion. No fractional shares of Common Stock will be issued upon conversion of Series A Preferred Stock and any fractional share which otherwise would result from conversion by a holder of all of his shares of Series A Preferred Stock (taken together as a group) will be redeemed by payment in an amount equal to such fraction of \$1.00.

(b) Mechanics of Conversion. Upon conversion, the holder of Series A Preferred Stock will surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for the Series A Preferred Stock, and it will give written notice to the corporation stating the name or names in which it wishes the certificate or certificates for shares of Common Stock to be issued. The corporation, as soon as practicable thereafter, will issue and deliver at such office to such holder of Series A Preferred Stock or to its nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which he will be entitled as aforesaid. Any conversion will be deemed to have been made immediately prior to the close of business on the date of the event of conversion, in the event of automatic conversion hereunder, and the person or persons entitled to receive the shares of Common Stock issuable upon conversion will be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(c) Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who

are entitled to receive any dividend (other than a cash dividend) or other distribution, any Common Stock Equivalents or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the corporation will mail to each holder of Series A Preferred Stock at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or rights, and the amount and character of such dividend, distribution or right.

(d) Reservation of Stock Issuable Upon Conversion. The corporation at all times will reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock such number of its shares of Common Stock as from time to time will be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock is not sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, in addition to such other remedies as may be available to the holders of Series A Preferred Stock for such failure, the corporation will take such corporate action as, in the opinion of its counsel, may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as will be sufficient for such purpose.

(e) Notices. Any notices required by the provisions of this paragraph 4 to be given to the holders of shares of Series A Preferred Stock must be in writing and will be deemed given upon personal delivery, one day after deposit with a reputable overnight courier service for overnight delivery or after transmission by facsimile telecopier with confirmation of successful transmission, or five days after deposit in the United States mail, by registered or certified mail postage prepaid, or upon actual receipt if given by any other method, addressed to each holder of such record at his address appearing on the books of the corporation.

5. Protective Provision. So long as any shares of Series A Preferred Stock shall be outstanding, the corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of such outstanding shares of Series A Preferred Stock voting as a class, amend or repeal any provision of, or add any provision to, the corporation's articles of incorporation or by-laws if such action would alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series A Preferred Stock, or increase or decrease the number of shares of Series A Preferred Stock authorized hereby.

(C) Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of

any assets of the corporation legally available therefore such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution and winding up of the corporation, the assets of the corporation shall be distributed as provided in Section 3 of Division (B) of this Article III.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this corporation and shall be entitled to vote upon such matters and in such manner as may be provided by law or these Articles.

#### ARTICLE IV

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law. Any repeal or modification of the foregoing provisions of this Article IV shall not adversely affect any right of indemnification or limitation of liability of an agent of the corporation relating to acts or omissions occurring prior to such repeal or modification."


\* \* \* \* \*

THREE: The foregoing amendment has been approved by the Board of Directors of said corporation.

FOUR: The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Sections 902 and 903 of the California General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 1,000,000 shares of Common Stock and one share of Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock and a majority of the outstanding shares of Preferred Stock, each class voting separately.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: August 31, 1995.



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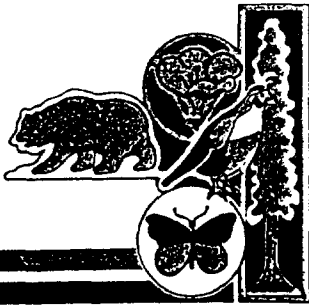
Philippe Kahn, President



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Sonia Lee, Secretary





State  
of  
California  
SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

SEP 22 1995



Secretary of State